



**NINE27 CAPITAL MANAGEMENT, LP**

**Nine27 Capital Management, LP  
Basking Ridge, NJ 07920**

**Form ADV Part 2A**

**March 28, 2023**

**Item 1 – Cover Page**

This brochure (“Brochure”) provides information about the qualifications and business practices of Nine27 Capital Management, LP (“Nine27” or the “Firm”), an investment adviser registered with the United States Securities and Exchange Commission (“SEC”). Any reference to Nine27 as a “registered investment adviser” or as being “registered,” does not imply a certain level of skill or training. The information in this Brochure has not been approved or verified by the SEC or by any state securities authority.

This Brochure is neither an offer to sell nor a solicitation of an offer to buy shares or limited partnership interests in any of the investment funds sponsored, managed, or advised by Nine27. An offer of such funds can only be made through the offering materials for the relevant investment fund and only in jurisdictions in which such an offer would be lawful.

If you have any questions about the contents of this Brochure, please contact us at 212 920-7197 or [rshah@nine27capital.com](mailto:rshah@nine27capital.com). Additional information about Nine27 is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) and at Nine27’s website at [www.nine27capital.com](http://www.nine27capital.com).

**Item 2 - Summary of Material Changes**

Nine27's last Form ADV Part 2A was filed on August 18, 2022. The only notable change contained in this annual amendment is found in *Item 4 – Advisory Business* reflecting the Adviser's regulatory assets under management as of December 31, 2022.

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**Item 4 - Advisory Business**

Nine27 is a Delaware limited partnership that commenced operation in September of 2019 and is owned by Rushin D. Shah. Any references to the “Firm”, “us,” “we,” and “our” in this Brochure refer to Nine27. Any defined terms used in this Brochure not otherwise defined herein, have the definition ascribed to them in the Investment Management Agreement between each applicable client.

Nine27 offers investment advisory services to separately managed accounts of pooled investment vehicles that have been privately placed and have not been registered under the Investment Company Act of 1940, as amended. The separately managed accounts are collectively referred to herein as “Clients” or, each, a “Client.” Rushin Shah, the founder of the Firm who oversees all of the Firm’s activities, is the sole owner of Nine27.

All discussions of the Clients in this brochure, including but not limited to their investments, the strategies used in managing the Clients, the fees and other costs associated with an investment, and conflicts of interest faced by the Firm in connection with management of the Clients, are qualified in their entirety by reference to each Client’s respective Investment Management Agreements.

Nine27 tailors its investment advisory services to the strategies and conditions set forth in various Investment Management Agreements. The Investment Management Agreements generally contain provisions and trading restrictions specific to the relevant Investment Manager.

Nine27 does not participate in any wrap fee programs.

As of December 31, 2022, Nine27 had total assets under management of \$418,000,000 all of which were managed on a discretionary basis.

**Item 5 - Fees and Compensation**

Nine27 charges fees that are based upon a percentage of assets under management and performance. Set forth below are summaries of the fees and expenses payable by the Clients. Detailed disclosure about the fees and other expenses applicable to Clients is provided within each respective Client’s Investment Management Agreement. Those documents should be carefully reviewed prior to making an investment by any Client.

Nine27 receives a management fee (“Management Fee”) from some of our Clients that are calculated at an annual percentage rate dependent upon the Maximum Gross Market Value of assets managed by the Firm. The Management Fee is calculated and payable monthly.

Our Clients are also charged a Performance Fee, the percentage of which is negotiated with each separately managed account Client and typically paid in arrears directly from each Client’s administrator on an annual basis. The payments and terms are subject to our Client’s Investment Management Agreements and may be individually amended from time to time.

Some of our Clients will bear their own expenses and their pro rata share of the expenses of the Firm. Expenses include, but are not limited to, trading expenses, brokerage commissions and other transaction

charges, fees and expenses incurred in the borrowing and lending of securities, interest, margin expense and other financing charges charged to the Client attributable to the acquisition of securities or other assets by the Client and the acquisition by a Nine27 Client of financing to fund the Account (equal to the market value of the long positions in the Account multiplied by the rate that such Client is charged on its debit balances by its prime broker or custodian), custodial fees, bank service fees, transfer taxes, withholding taxes, and other fees and expenses directly related to the purchase, sale or other disposition of Account assets, and other out-of-pocket charges or expenses paid by any Client on behalf of or for the benefit of the Firm.

Some Client agreements provide that the Firm bear all of its expenses arising out of the performance of its duties, including all of its general overhead, research (excluding soft dollar services that come within Section 28(e) of the Securities Exchange Act of 1934 (the "Exchange Act")), technology, travel, salary and office expenses (which include the rent of the offices which the Firm will occupy, compensation and benefits of the professional and administrative staff of the Firm, maintenance of its books and records, and its fixed expenses, telephones and general purpose office equipment).

Nine27 does not accept compensation for the sale of securities or other investment products.

#### **Item 6 - Performance-Based Fees and Side-By-Side Management**

Nine27 currently earns incentive allocations of comparable rates from each Client advised, as described in *Item 5 – Fees and Compensation*. An Advisor concurrently managing various Clients subject to differing fees, such as differently calculated performance allocations, may be incentivized to prefer the client subject to higher fees. However, since Nine27 currently earns incentive allocations of comparable rates from all Clients, the risk of preferential treatment associated with different performance-based fees is reduced. Additionally, Nine27 has adopted an allocation policy to ensure that investment opportunities are allocated in a fair and equitable manner between advisory Clients and to manage the risks associated with performance-based fees and side-by-side management of Clients.

#### **Item 7 - Types of Clients**

We sub-advise multiple separately managed accounts, each of which we consider to be our Clients. Investments in the sub-advised funds are separately negotiated. Nine27 may waive or increase minimum account sizes and decline to accept new investments in its sole discretion. Each separately managed account Client is a pooled investment vehicle sponsored by sophisticated institutional investment advisers.

#### **Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss**

All references to the Clients in this brochure, including, but not limited to, their investments and management strategies, are qualified in their entirety by reference to each Clients respective Investment Management Agreement. The following is a general discussion of the methods of analysis, investment strategies and the risk of loss associated with Nine27's overall investment strategy. These risk factors may change over time. There can be no assurance that the Clients will achieve their objectives or that the Clients will not incur losses. Clients must be prepared to lose all or substantially all of their investment.

**THE INFORMATION BELOW IS INTENDED TO SERVE AS A SUMMARY OF POTENTIAL RISKS OF INVESTING. THE FOLLOWING IS NOT A SUBSTITUTE FOR THE INVESTMENT MANAGEMENT AGREEMENTS OF THE CLIENTS. CLIENTS MUST REVIEW INVESTMENT MANAGEMENT AGREEMENTS IN THEIR ENTIRETY**

**BEFORE INVESTING. THIS INFORMATION MAY BE BOTH SUPPLEMENTED AND SUPERSEDED BY INFORMATION IN THE INVESTMENT MANAGEMENT AGREEMENT OF THE ADVISORY CLIENT.**

We employ a strategy to maximize long-term returns and preserve capital primarily by taking long and short positions in individual U.S. and non-U.S. equity securities, primarily within the consumer sector by employing a fundamental, research-driven approach to investing, with an overlay of alternative data sets. Nine27 seeks to generate returns on both the long and short sides of the portfolio within a robust and analytical risk management framework for portfolio construction and management.

The investment strategy that we employ involves significant risks. Clients must be prepared to bear the loss of their entire investment. The following summary of certain risks does not purport to be complete but includes some of the potential risks generally associated with Nine27's investment strategy.

*Market Risks and Lack of Liquidity*

The Firm's success depends greatly upon the ability to correctly assess future price movements of various securities. There can be no assurance that we will accurately predict such movements. In addition, it may be the case that certain securities in which we may invest will have limited liquidity. This lack of liquidity, together with a failure to accurately predict market movements, may adversely affect our ability to execute trade orders at desired prices in rapidly moving markets.

*Overview of General Market Risk*

The success of any investment activity is influenced by general economic conditions, which may affect the level and volatility of interest rates and the extent and timing of investor participation in various financial markets. Overall market or economic conditions, which Nine27 cannot predict or control, may have a material adverse effect on performance. There can be no assurance that what Nine27 perceives as an investment opportunity will not result in substantial losses due to a variety of general market or other factors. General market conditions could materially reduce a Client's profit potential.

*Short Selling Risk*

Nine27's investment program includes short selling. Short selling transactions expose the Clients to the risk of loss in an amount greater than their initial investment, and such losses can increase rapidly and without effective limit. There is the risk that the securities borrowed on behalf of the Clients by Nine27 in connection with a short sale would need to be returned to the securities lender on short notice. If such request for return of securities occurs at a time when other short sellers of the subject security are receiving similar requests, a "short squeeze" can occur, wherein Nine27 might be compelled, at the most disadvantageous time, to replace the borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier.

*Non-U.S. Securities*

Nine27 may invest in non-U.S. securities, non-U.S. currencies, and securities issued by U.S. entities with substantial non-U.S. operations. These investments may involve additional risks relating to political, economic, or regulatory conditions in non-U.S. countries. These risks include fluctuations in non-U.S. currencies; withholding or other taxes; trading, settlement, custodial, and other operational risks; and the less stringent investor protection and disclosure standards of some non-U.S. markets. All these factors

can make non-U.S. investments, especially those in emerging markets, more volatile and potentially less liquid than U.S. investments. In addition, non-U.S. markets can perform differently from the U.S. market.

#### *Cyber Security Risks*

As part of its business, Nine27 processes, stores, and transmits large amounts of electronic information, including information relating to the transactions of Clients. Similarly, service providers of a Client, especially its administrator, may process, store, and transmit such information. With the dependence on computer systems to perform business and operational functions, Clients and their service providers may be prone to operation and information security risks resulting from cyber-attacks and/or technological malfunctions. In general, cyber-attacks are deliberate, but unintentional events may have similar effects.

The techniques used to obtain unauthorized access to data, disable or degrade service, or sabotage systems change frequently and may be difficult to detect for long periods of time. Hardware or software acquired from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise information security. Network connected services provided by third parties to Nine27 may be susceptible to compromise, leading to a breach of Nine27's network.

Nine27 and the Clients rely on third-party service providers for many of their day-to-day operations and will be subject to the risk that the protections and protocols implemented by those service providers will be ineffective to protect them from cyber-attacks. If a service provider fails to adopt or adhere to adequate data security policies, or in the event of a breach of its networks, information relating to the transactions of Clients and personally identifiable information of investors may be lost or improperly accessed, used, or disclosed.

The loss or improper access, use, or disclosure of Nine27's or a Client's proprietary information may cause Nine27 or such Client to suffer, among other things, financial loss, the disruption of its business, liability to third parties, regulatory intervention, or reputational damage. Any of the foregoing events could have a material adverse effect on Nine27 and such Client.

#### *Conflicts of Interest*

Although Nine27 will attempt to resolve such conflicts in a fair and equitable manner, there can be no assurance that these conflicts will be resolved to the benefit of a Client. At this present time, Nine27 has agreements with few Clients. The Firm may take on additional separately managed accounts in the future that may create additional conflicts of interests with current Clients.

#### *Social-Media-Related Trading Volatility*

Several stocks and other assets have recently been targeted for trading by participants on social media platforms. Recent changes to market structures and the low cost of trading for retail Clients may exacerbate the volume of trading related to social media attention. This volume may be significant and may result in dislocations of prices, which may be difficult for Nine27's trading strategy software to accurately predict. To the extent that Nine27's software is on the "short side" of the trade, Clients may be subject to substantial losses or may be required to exit short positions earlier than they normally would so exit. It is possible that Congress and regulators may react to the volatility relating to social-media-related trading and restrict, or require the public reporting of, short interest, which may limit our ability to achieve Nine27's trading objectives.

*Fluctuations of Securities*

The value of equity securities fluctuates in response to issuer, political, market, and economic developments. Fluctuations can be dramatic over the short as well as long term, and different parts of the market and different types of equity securities can react differently to these developments. For example, large cap stocks can react differently from small cap stocks, and "growth" stocks can react differently from "value" stocks. Issuer, political, or economic developments can affect a single issuer, issuers within an industry or economic sector or geographic region, or the market as a whole. Changes in the financial condition of a single issuer can impact the market as a whole. Terrorism and related geo-political risks have led, and may in the future lead, to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally.

*Transaction Costs*

The investment approach by Nine27 on behalf of certain Clients may involve a high level of trading that invests on the basis of short-term market considerations. The resulting turnover of investments may generate substantial brokerage commissions, fees and other transaction expenses that will be borne by the Clients and therefore negatively impact returns.

*Dependence on Key Personnel*

Each Client is dependent on the services of Mr. Rushin Shah. If Mr. Shah becomes unavailable, the effect on the Clients would be material and adverse and could result in the termination of an advisory agreement and/or the dissolution of a Client relationship.

*Leverage Concerns*

Use of leverage may be restricted by current contractual obligations. If such contractual obligations are lifted or Nine27 enters into an agreement allowing for such use, then the Firm may use financial leverage to increase investment capacity and for other purposes. Consequently, fluctuations in market value will have a significant effect in relation to the Client's capital. Borrowing money to purchase a security may provide the Client with the opportunity for greater capital appreciation but at the same time will increase the risk of loss with respect to the security. Although borrowing money increases returns if returns on the incremental investments purchased with the borrowed funds exceed the borrowing costs for such funds, the use of leverage decreases returns if returns earned on such incremental investments are less than the costs of such borrowings. The amount of borrowings that may be outstanding at any time may be large in relation to the Client's capital. In addition, the level of interest rates generally, and the rates at which funds can be borrowed in particular, will affect the operating results of the Client. Leverage may be obtained through various means. Use of margin borrowings may result in certain additional risks to the Client. In the event of a sudden precipitous drop in the value of the assets pledged to a broker as margin, Nine27 might not be able to liquidate assets quickly enough on behalf of a Client to pay off the margin debt and may therefore suffer additional significant losses as a result of such a default.

*Options Trading*

We may engage from time to time in various types of options transactions. An option gives the purchaser the right, but not the obligation, upon exercise of the option, either (i) to buy or sell a specific amount of



the underlying security at a specific price (the “strike” price or “exercise” price), or (ii) in the case of a stock index option, to receive a specified cash settlement. To purchase an option, the purchaser must pay a “premium,” which consists of a single, nonrefundable payment. Unless the price of the securities underlying the option changes and it becomes profitable to exercise or offset the option before it expires, Clients may lose the entire amount of the premium. The purchaser of an option runs the risk of losing the entire investment. Thus, Clients may incur significant losses in a relatively short period of time. The ability to trade in or exercise options also may be restricted if trading in the underlying securities interest becomes restricted. Options trading may also be illiquid in the event a Client’s assets are invested in contracts with extended expirations. The Investment Manager may purchase and write put and call options on specific securities, on stock indices or on other financial instruments and, to close out its positions in options, may make a closing purchase transaction or closing sale transaction. In theory, the exposure to loss is potentially unlimited in the case of an uncovered call writer (i.e., a call writer who does not have and maintain during the term of the call an equivalent long position in the stock or other security underlying the call), but in practice the loss is limited by the term of existence of the call. The risk for a writer of an uncovered put option (i.e., a put option written by a writer that does not have and maintain an offsetting short position in the underlying stock or other security) is that the price of the underlying security may fall below the exercise price.

#### *Hedging Transactions*

We may utilize a variety of financial instruments such as derivatives, options, swaps and forward contracts in managing the Clients, both for investment purposes and for risk management purposes. Hedging also involves special risks including the possible default by the other party to the transaction, illiquidity and, to the extent our assessment of certain market movements is incorrect, the risk that the use of hedging could result in losses greater than if hedging had not been used. There is the risk of the failure or default of any counterparty to such transactions. If there is a failure or default by the counterparty to such a transaction, we will have contractual remedies pursuant to the agreements related to the transaction (which may or may not be meaningful depending on the financial position of the defaulting counterparty). We may seek to minimize counterparty risk through the selection of financial institutions and types of transactions employed.

#### *Operation Systems Risks*

The Clients depend on the Firm to develop and implement appropriate systems for its activities. The Firm relies heavily on computer programs and systems (and may rely on new systems and technology in the future) for various purposes in connection with its activities on behalf of the Clients, including, without limitation, to trade, clear and settle transactions, to evaluate certain financial instruments, to monitor its portfolio and net capital, and to generate risk management and other reports that are critical to oversight of such activities. The failure, corruption or breach of one or more systems (including as a result of the occurrence of a disaster such as a cyberattack, a natural catastrophe, an industrial accident, a terrorist attack or war, events unanticipated in the Firm’s disaster recovery systems, or a support failure from external providers) or the inability of such systems to satisfy the Firm’s needs may have a material adverse effect on the Firm’s ability to conduct business and thus, the Clients, particularly if those events affect the Firm’s computer-based data processing, transmission, storage and retrieval systems or destroy the Firm’s data.

*Newly Formed Entities*

While Mr. Rushin Shah has experience in the securities industry, including significant portfolio management and business experience, the Investment Manager is a newly formed entity with no operating histories.

*Epidemics, Pandemics and Covid-19 Risks*

Epidemics, pandemics and other widespread public health problems could adversely affect the Clients performance. For example, in late 2019, a novel virus started causing a disease ("COVID-19") with severe acute respiratory syndromes in humans, at times with serious health complications that sometimes result in death. What began as a local outbreak in Wuhan, China, spread globally over the course of weeks, stressing advanced healthcare systems of Western countries and resulting in widespread financial disruptions. On March 11, 2020, the World Health Organization assessed that the outbreak can be characterized as a pandemic. Many countries imposed restrictions on travel and strict measures of social distancing. As the potential impact on global markets from COVID-19, or future epidemics, pandemics or other health crisis, is impossible to predict, the extent to which any such crisis may negatively affect the Clients performance or the duration of any potential business disruption is uncertain. Precautions or restrictions imposed by governmental authorities and public health departments related to this pandemic resulted in periods of decreased economic activity throughout the U.S. and globally, including reduced or ceased business operations, decline in international trade and shortages of supplies, goods and services. An outbreak such as COVID-19, and the reactions to such an outbreak, caused uncertainty in the markets and businesses and adversely affected the performance of the U.S. and global economy, including due to market volatility, market and business uncertainty and closures, supply chain and travel interruptions, the need for employees to work at external locations and extensive medical absences among the workforce.

*Business Continuity*

Various force majeure events, including natural disasters such as fire, flood or earthquakes, wars, terrorist acts, outbreaks of infectious disease, epidemics, pandemics or other serious public health concerns, cyber-attacks, technology and/or power failures, labor strikes, or geopolitical or other extraordinary, or other unforeseen circumstances or events, may materially disrupt the Firm's business and operations, or the business and operations of any counterparty or service provider to the Firm or the Clients, and the Firm and/or the Clients may be adversely affected thereby. For example, if Mr. Rushin Shah were to be unavailable in a force majeure event (including but not limited to, events such as war, terror attack or an outbreak of infectious disease), the Firm's ability to effectively conduct the Clients' business could be severely compromised. In addition, the cost to the Clients, the Investment Manager or its affiliates of repairing or replacing damaged assets or systems resulting from such force majeure event could be considerable. While the Firm has adopted certain policies and procedures designed to restore and/or continue its business and operations in such situations, there is no guarantee that such policies and procedures will be effective in any of such situations or will be implemented in time, and the Clients may be adversely affected thereby.

INVESTING INVOLVES RISK OF LOSS THAT CLIENTS SHOULD BE PREPARED TO BEAR. NINE27 DOES NOT REPRESENT OR GUARANTEE THAT ITS SERVICES OR METHODS OF ANALYSIS CAN OR WILL PREDICT FUTURE RESULTS, SUCCESSFULLY IDENTIFY MARKET TOPS OR BOTTOMS, OR INSULATE CLIENTS FROM LOSSES DUE TO MARKET CORRECTIONS OR DECLINES. NINE27 CANNOT OFFER ANY GUARANTEES OR PROMISES THAT FINANCIAL GOALS AND OBJECTIVES WILL BE MET. PAST PERFORMANCE IS NOT AN INDICATION OF FUTURE PERFORMANCE.

**Item 9 - Disciplinary Information**

There are no legal or disciplinary events to report.

**Item 10 - Other Financial Industry Activities and Affiliations**

Neither Nine27 nor Mr. Rushin Shah are registered or applying to register as broker-dealers or representatives of any broker-dealer.

Neither Nine27 nor Mr. Rushin Shah are registered or applying to register as futures commissions merchants, commodity pool operators, commodity trading advisors, or associated persons of the foregoing entities. To the extent a Client trades or is deemed to trade in commodity interests, Nine27 will maintain certain exemptions from registration with the U.S. Commodity Futures Trading Commission as a commodity pool operator or commodity trading adviser, as applicable, with respect to such Clients.

An affiliate of Nine27 serves as general partner to the Clients. Nine27 does not have any arrangements with a related person who is a broker-dealer, securities dealer, government securities dealer or broker, investment company or other pooled investment vehicle, investment adviser, financial planning firm, banking or thrift institution, accountant or accounting firm, lawyer or law firm, insurance company or agency, pension consultant, real estate broker or dealer, or an entity that creates or packages limited partnerships that are material to its advisory services. Nine27 does not have any formal arrangements or agreements to recommend or select other investment advisers for its Clients.

**Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

We have adopted a Code of Ethics (the “Code of Ethics”) that reflects our commitment to conducting our business in accordance with all applicable laws and regulations and in an ethical and professional manner. In addition, we recognize that we have a fiduciary duty to the Clients and other accounts we manage, and that any employee must conduct their business on our behalf in a manner that enables us to fulfill this fiduciary duty. In this regard, we have developed policies and procedures in our Code of Ethics that are premised on fundamental principles of openness, integrity, honesty and trust. In addition, among other things, our Code of Ethics governs personal investment transactions, our policies with respect to gifts and entertainment, compliance with applicable federal securities laws, the manner in which violations of our Code of Ethics are to be reported, and certain other outside activities of our employees. With certain limited exclusions, personal securities transactions by employees require the pre-approval of the Chief Compliance Officer. We will provide a copy of our Code of Ethics to any Client or prospective Client upon request.

**Item 12 - Brokerage Practices**

For each Client, Nine27 does not have the ability to unilaterally open any brokerage accounts or execute any brokerage account opening agreements for the benefit of the Clients without advance written consent of the Client. Nine27 may however determine the broker, dealer or issuer for each transaction for Client accounts that it believes is the best interest of that Client. In selecting brokers to effect portfolio transactions, the Firm considers factors such as the quality of consumer-focused research and a preference towards large institutions with robust processes.

Nine27 enters into formal soft dollar arrangements in which part of the commission, mark-up or mark-down charged for trade execution is allocated toward payment for research or brokerage products or services provided by the executing broker-dealer or third parties on its behalf. However, such arrangements are only entered into with the prior written consent of each Client and only in compliance with the “safe harbor” provided by Section 28(e) of the Exchange Act, as amended. Nine27 will receive access to sell-side research portals from trading counterparties. Soft dollar arrangements pose a conflict of interest for an advisor in that such arrangements allow the advisor to pay with Client commissions expenses that would otherwise be borne by the advisor.

Nine27 buys and sells securities for multiple Client accounts at or about the same time, which causes a conflict of interest related to allocation of such interests. The Firm has developed a trade allocation policy in order to mitigate this potential conflict of interest. Trades will be allocated on a pari passu basis between Clients based on their pro-rata proportion of assets under management.

#### **Item 13 - Review of Accounts**

The separately managed accounts are reviewed on an ongoing basis for conformity with the investment objectives and guidelines set forth in each Investment Management Agreement. This review is conducted by Mr. Rushin Shah. Each investor receives reports in accordance with the terms of the applicable Client Investment Management Agreement.

#### **Item 14 - Client Referrals and Other Compensation**

Nine27 does not receive any economic benefits from non-Clients for providing investment advice or other advisory services.

#### **Item 15 - Custody**

Nine27 does not maintain custody of Client assets.

#### **Item 16 - Investment Discretion**

Nine27 has discretionary authority over the Clients pursuant to the Clients’ Investment Management Agreements. Investors generally may not place any limits on our authority beyond the limitations set forth in the Clients’ Investment Management Agreements and/or Nine27’s internal compliance manual.

#### **Item 17 - Voting Client Securities**

Nine27 does not retain the power to vote or grant proxies with respect to any positions held on behalf of Client accounts. However, Nine27 may negotiate the rights to vote or grant proxies in subsequent client relationships. If Nine27 is granted the right to vote client proxies the Firm will do so in accordance with Rule 206(4)-6.

Nine27 has adopted proxy voting procedures in the event that it is required to vote proxies for certain investments. Rule 206(4)-6 of the Advisers Act requires a registered investment adviser that votes Client securities to: (1) adopt written policies reasonably designed to ensure that the investment adviser votes in the best interest of the Clients, (2) disclose to Clients information about these policies and procedures,

(3) provide information to Clients about how their proxies were voted and (4) retain certain records related to proxy voting practices.

Investment Managers that are registered investment advisers are subject to the same requirement regarding voting Client securities, and to the extent Investment Managers are delegated voting authority they will be required to follow their written policies regarding proxy voting, as applicable.

Upon the request of a Client, we will disclose how we voted securities owned by such Client. A copy of Nine27's proxy voting policies and procedures is available upon request of a Client. Clients may contact us via e-mail or telephone to request a copy of our proxy voting procedures or to inquire about the way in which a proxy was voted.

#### **Item 18 - Financial Information**

Nine27 is not required to include a balance sheet for its most recent fiscal year, is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to the Clients and has not been the subject of a bankruptcy petition at any time during the past ten years.